

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: :
W.R. GRACE & CO., *et. al.* : Case No. 01-1139 (JKF)
: (Jointly Administered)
Debtors :
: Re: Docket No. 28505

**NOTICE OF WITHDRAW WITHOUT PREJUDICE OF FORTY-THIRD QUARTERLY
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP, AUDITORS AND
TAX CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM
PERIOD OF OCTOBER 1, 2011 THROUGH DECEMBER 31, 2011**

PLEASE TAKE NOTICE THAT on February 13, 2012, PricewaterhouseCoopers LLP (“PwC”) filed its *Forty-Third Quarterly Fee Application for Allowance of Compensation and Reimbursement of Expenses (the “Application”)* incurred during the period of October 1, 2011 through December 31, 2011 [Docket No. 28505] (the “Application”).

PLEASE TAKE FURTHER NOTICE THAT the PricewaterhouseCoopers LLP hereby withdraws the Application to correct a technical error regarding the formatting of the documents. The Application will be re-filed.

Dated: February 13, 2012

SMITH, KATZENSTEIN & JENKINS, LLP

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